

# EXHIBIT 35

Message

**From:** Ryan, John M [/O=USBANK/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=CFBEF1A4A2D54CB0BFCC3DB17AE49A07-JMRYAN6]  
**Sent:** 7/7/2020 7:35:53 PM  
**To:** Neil Freeman [nfreeman@ariescapital.com]  
**CC:** Michael Q [q@urbandevfund.com]  
**BCC:** Lyss, Edward C [edward.c.lyss@usbank.com]  
**Subject:** RE: Hotel Industry Facing Massive Foreclosures of Thousands of Hotel Properties – Hotel-Online, and The Last Hotel, St. Louis, MO.

Mr. Freeman,

Thanks for the email. We were in the process after consultation with our management of preparing a term sheet for a forbearance agreement based on the 6/17/2020 letter sent out to give the Borrower/Guarantors additional time to comply with our requests and indicate under what conditions we would fund the additional loan dollars, among other terms that would offer a global path to resolution. This would of course involve attorneys, which I understand you want to avoid. Unfortunately with such a complicated deal structure and many open issues, we would look for attorneys to be involved and an informal "Standstill" won't work for us. Our management, as a matter of standard procedure, requires us to enter into formal agreements. Perhaps if you have a transactional/real estate attorney to involve, that may be helpful to the process and would be mutually beneficial for you and the bank? In any case, we understand that you and your partners will ultimately do what you believe is in your best interests, and the bank will do the same. We are more than willing to discuss an amicable resolution, but we would ask that you immediately let us know if you have no interest in entering into a formal forbearance agreement, so we can save the time and expense of working on it for all parties, and the bank can then decide what the proper next step is for administration of the loan.

John

-----Original Message-----

**From:** Neil Freeman <nfreeman@ariescapital.com>  
**Sent:** Tuesday, July 07, 2020 12:27 PM  
**To:** Ryan, John M <john.ryan4@usbank.com>  
**Cc:** Michael Q <q@urbandevfund.com>  
**Subject:** [EXTERNAL] FW: Hotel Industry Facing Massive Foreclosures of Thousands of Hotel Properties – Hotel-Online, and The Last Hotel, St. Louis, MO.

Dear John. Please find attached an article that outlines that 91% of Banks have adjusted payments and given relief to their Borrowers as a result of the Covid 19 travel restrictions. I am happy to arrange a call with Chip Rodgers, President of the American Hotel Owners and Lodging Association (AHLA) if you would like some clarification.

I am responding to your email to us dated June 29. There are several reasons that our attorney suggested offering an additional 90 days. I will detail a few. Our management company, HRI Lodging just took over operations on June 25. One of the reasons that Ownership needed to change management companies was to correctly "de - consolidate" the P & L in the 2 entities requested by US Bank. We are trying to comply with the technical nature of this requirement even though US Bank has already been presented this information on a consolidated basis. Secondly, we have been working with our accountants to satisfy some requests including tax returns and audit, which we are waiting for US Bank cooperation and approval. Most importantly, in this 90 day period, we can try to resolve other issues with regards to the loan, tax credit funding and other matters.

In short, I suggest we both agree to simply take no action against each other for 90 days, until at least October 1, 2020 (the "Standstill Period"). We don't need lawyers or fancy agreements to do that. We can agree to that business man to business man. We actually offer this against our lawyers' advice.

During this time we can try to work through our remaining issues and discuss global resolution of all issues and closure. To be specific, we will continue to make payments on the Loan, and the bank will not take any action other than normal servicing of the Loan. That alone – receiving normal payments – surely puts us in a unique position compared to the bank's other borrowers.

In making this commonsense offer, we do not want to be treated any better than other borrowers, but we also will not tolerate being treated worse. To this effect and as mentioned above, attached is an article noting that 91% of hotel borrowers nationwide have received payment relief from banks, yet U.S. Bank has not only failed to provide us any payment relief, it has exacerbated our problems with the actions it has taken. To state the obvious, funding the remaining portion of the Loan – approximately \$250,000 – is the proverbial tail compared to the millions in tax credits the bank has failed to fund and

the damages we have suffered to date. Instead, we have engaged in self-help to limit losses and effectively spare the bank millions in tax credits it should have funded.

The purpose of reaching out now is not to detail the Loan history, what has transpired, who is liable, and our myriad claims against the bank. If need be, that will come later, as part of protracted litigation.

Instead, the goal here, and the reason for reaching out, is to avoid these merit-based discussions and any chest-thumping. Instead, the goal is to see if cooler heads can prevail for 90 days while we see if we can come to a global solution that provides permanent closure for all. But that starts with this simple Standstill Period. If we cannot agree on a short Standstill Period, it does not foreshadow well, and the bank should not later complain that we failed to give it an opportunity to avoid acrimonious proceedings that will involve more than the typical dollar and cents claims between a bank and a borrower.

To be clear, this is not a dodge of your June 17, 2020 letter. We have sent many of the requested documents and will continue to compile the remainder. We have been an open book and will continue to be so. Most important, unlike most of your hotel borrowers, we continue to pay. Let me know ASAP as otherwise, sadly, our litigators will get to work.

Neil Freeman  
Chairman & CEO  
Aries Capital, LLC  
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[O]  
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-----Original Message-----

From: Neil Freeman <nfreeman@ariescapital.com>

Sent: Tuesday, July 7, 2020 12:01 PM

To: Neil Freeman <nfreeman@ariescapital.com>

Subject: Hotel Industry Facing Massive Foreclosures of Thousands of Hotel Properties - Hotel-Online

[https://www.hotel-online.com/press\\_releases/release/hotel-industry-facing-massive-foreclosures-of-thousands-of-hotel-properties/?utm\\_source=Hotel+Online+Subscribers&utm\\_campaign=9c2dee56b2-EMAIL\\_CAMPAIGN\\_2020\\_06\\_30\\_07\\_49&utm\\_medium=email&utm\\_term=0\\_6443205a94-9c2dee56b2-144950165](https://www.hotel-online.com/press_releases/release/hotel-industry-facing-massive-foreclosures-of-thousands-of-hotel-properties/?utm_source=Hotel+Online+Subscribers&utm_campaign=9c2dee56b2-EMAIL_CAMPAIGN_2020_06_30_07_49&utm_medium=email&utm_term=0_6443205a94-9c2dee56b2-144950165)

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